

Tax Parcels: See attached Schedule A

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1177 Jamestown Road
Williamsburg, VA 2318

Return to: James City County Attorney's Office
101-C Mounts Bay Road
Williamsburg, Virginia 23185

THIRD AMENDMENT TO
PROFFERS

This Third Amendment to Proffers is made this 21st day of November, 2019 by UNIVERSITY SQUARE ASSOCIATES, a Virginia general partnership ("USA"), and FRANCISCUS AT PROMENADE, LLC, a Virginia limited liability company ("Franciscus"). USA and Franciscus together with their respective successors in title and assigns, are hereinafter sometimes called the "Owners" and are to be indexed as "Grantors." James City County, Virginia shall be indexed as "Grantee."

RECITALS

A. USA was the owner of certain real property (the "Property") in James City County, Virginia now zoned MU – Mixed Use, and subject to Proffers dated October 15, 2014, which Proffers are recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 150010679, as amended by First Amendment to Proffers dated February 12, 2016 and recorded as Instrument No. 170018981 and Second Amendment to Proffers dated April 13, 2016 and recorded as Instrument No. 170007500 (the "Existing Proffers"). The Property is more particularly described in the Existing Proffers.

B. USA has sold a portion of the Property to Franciscus by Deed dated May 20, 2016 and recorded in the aforesaid Clerk's Office as Instrument No. 160010182 and continues to own the balance of the Property.

C. The Owners have applied to amend the existing Master Plan for the Promenade at John Tyler and in connection therewith have submitted to the County an amended master plan entitled "Master Plan Amendment for The Promenade at John Tyler" made by AES Consulting Engineers and dated September 25, 2019 and on file with the County Planning Department (the "Amended Master Plan").

D. In connection with the requested master plan amendment, the Owners desire to amend Condition 11 of the Existing Proffers as set forth below. All capitalized terms used herein not otherwise defined shall have the definition set forth in the Existing Proffers.

AMENDMENTS TO CONDITIONS

1. The second sentence of Condition 11 of the Existing Proffers is hereby amended to read as follows:

"The Public Square shown on the Amended Master Plan shall be either installed or designed and its construction bonded in form and amount approved by the County Attorney prior to the County being obligated to issue any certificate of occupancy for Building No. 12, 10-Plex, as identified on the Amended Master Plan. If the construction of the Public Square is bonded as permitted above, it shall be installed prior to the earlier of (i) issuance of a certificate of occupancy for the first building in the Area designated on the Amended Master Plan as EGJ or (ii) the date seven (7) years from the approval of the requested master plan amendment. The Public Square shall be near the area depicted on the Amended Master Plan but the location may be adjusted with the approval of the Planning Director."

2. Except as specifically amended herein, the Existing Proffers remain unchanged and in full force and effect.

[remainder of page intentionally left blank – signatures appear on following page]

WITNESS the following signatures.

UNIVERSITY SQUARE ASSOCIATES

By: [Signature]
Title: Partner

STATE OF Virginia
CITY/COUNTY OF Norfolk, to-wit:

The foregoing instrument was acknowledged before me this 21st day of November 2019, by Jerry L. Bowman as General Partner of UNIVERSITY SQUARE ASSOCIATES, a Virginia general partnership, on behalf of the partnership.

[Signature]
NOTARY PUBLIC



My commission expires: _____
Registration No.: _____

FRANCISCUS AT PROMENADE, LLC

By: [Signature]
Title: Manager

STATE OF Virginia
CITY/COUNTY OF Norfolk, to-wit:

The foregoing instrument was acknowledged before me this 21st day of November 2019, by Jerry L. Bowman as Manager of FRANCISCUS AT PROMENADE, LLC, a Virginia limited liability company, on behalf of the company.

[Signature]
NOTARY PUBLIC



My commission expires: _____
Registration No.: _____

Schedule A - Tax Parcels

4812500001A	4812500709	4812501201
4812500001B	4812500710	4812501202
4812500401	4812500801	4812501301
4812500402	4812500802	4812501302
4812500403	4812500803	4812501401
4812500404	4812500804	4812501402
4812500405	4812500805	4812501501
4812500406	4812500806	4812501502
4812500407	4812500807	4812501601
4812500408	4812500808	4812501602
4812500409	4812500809	4812501701
4812500410	4812500810	4812501702
4812500501	4812500901	4812501801
4812500502	4812500902	4812501802
4812500503	4812500903	4812501901
4812500504	4812500904	4812501902
4812500505	4812500905	4812502001
4812500506	4812500906	4812502002
4812500507	4812500907	4812502101
4812500508	4812500908	4812502102
4812500509	4812500909	4812502201
4812500510	4812500910	4812502202
4812500601	4812501001	4812502301
4812500602	4812501002	4812502302
4812500603	4812501003	4812502401
4812500604	4812501004	4812502402
4812500605	4812501005	4812502501
4812500606	4812501006	4812502502
4812500607	4812501007	4812502601
4812500608	4812501008	4812502602
4812500609	4812501009	4812502701
4812500610	4812501010	4812502702
4812500701	4812501101	4812502801
4812500702	4812501102	4812502802
4812500703	4812501103	4812502901
4812500704	4812501104	4812502902
4812500705	4812501105	4812505200
4812500706	4812501106	4812505400
4812500707	4812501107	4812200025
4812500708	4812501108	4812200026
	4812501109	4812200027
	4812501110	4812200028